

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

1301 MCKINNEY, SUITE 5100

HOUSTON, TEXAS 77010-3095

WWW.FULBRIGHT.COM

NBIANCHI@FULBRIGHT.COM
DIRECT DIAL: (713) 651-5114

TELEPHONE: (713) 651-5151
FACSIMILE: (713) 651-5246

November 20, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 15075-P FILED

NOV 27 '02

1-27 PM

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two original copies of the Partial Release of Security Interest dated as of October 16, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents.

The enclosed document relates to the Allfirst Bank (originally BarclaysAmerican/Leasing, Inc.) documents which were previously filed with the Board under Recordation Number 15075.

The name and address of the party to the enclosed document are:

Agent	State Street Bank and Trust Company
	2 Avenue de Lafayette
	Mail Stop LLC6
	Boston, Massachusetts 02111-1724

A description of the railroad equipment covered by the enclosed document is:

Two hundred sixty seven (267) railcars bearing ELTX reporting marks and road numbers 1100 through 1321, inclusive (excluding 1171, 1257, 1329, 1354 and 1363).

A short summary of the documents to appear in the index follows:

This document removes railcar ELTX 1171 from the lien of the Conditional Sale Agreement dated as of September 1, 1986, as amended, due to the destruction of railcar ELTX 1171 in a casualty event on January 21, 2002.

45251806.1/10201786 (ELTX 1171)

AUSTIN • DALLAS • HONG KONG • HOUSTON • LONDON • LOS ANGELES • MINNEAPOLIS • MUNICH • NEW YORK • SAN ANTONIO • WASHINGTON DC

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,


Nina Marie Bianchi

NMB/ak
Enclosure

cc: Mr. Jay Olmstead

RECORDATION NO. 15075-10

FILED

NOV 27 '02

1-27 PM

SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE
OF SECURITY INTEREST

Dated as of October 16, 2002

By

STATE STREET BANK AND TRUST COMPANY,
not in its individual capacity, but solely as agent

Agent

ELTX 1171

FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT
TO 49 U.S.C. SECTION 11301 ON NOVEMBER __, 2002, AT _____.M. UNDER
RECORDATION NUMBER _____.

PARTIAL RELEASE
OF SECURITY INTEREST

THIS PARTIAL RELEASE OF SECURITY INTEREST dated as of October 16, 2002 (this "Partial Release"), is made by STATE STREET BANK AND TRUST COMPANY, a Massachusetts bank and trust company, not in its individual capacity, but solely as agent ("Agent").

A. Reference is made to (i) the Conditional Sales Agreement dated as of September 1, 1986 (the "Agreement"), between ACF Industries, Inc. and BarclaysAmerican/Leasing, Inc. and (ii) the Assignment of Conditional Sale Indebtedness dated as of September 1, 1986, among ACF Industries, Inc., The Connecticut Bank and Trust Company, National Association, as Agent, and BarclaysAmerican/Leasing, Inc.

B. One Unit of Equipment suffered a Casualty Occurrence as follows: ELTX 1171 on January 21, 2001 (the "Lost Unit"). BP Solvay Polyethylene North America, a Delaware general partnership ("Lessee") and the successor in interest to Solvay Polymers, Inc., formerly known as Soltex Polymers Corporation, has paid the Casualty Value for the Lost Unit pursuant to Section 7.1 of the Lease.

NOW, THEREFORE, Agent has executed and delivered this Partial Release pursuant to Section 9.2(b) of the Agreement, intending to be legally bound.

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in the Agreement. Agent does hereby adopt, confirm, ratify, adopt and agree to the foregoing recitals.

2. Agent acknowledges that the Casualty Value of the Lost Unit has been paid.

3. The Lost Unit is hereby released from the Lien of the Agreement and the other Basic Agreements, and Agent releases any and all claims in or to said Lost Unit.

4. Agent authorizes Lessee to file, in all applicable jurisdictions, one or more appropriate Uniform Commercial Code instruments of partial release with respect to the Lost Unit.

5. THIS PARTIAL RELEASE SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE. This Partial Release may be executed by Agent in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Agent has caused this Partial Release to be duly executed by one of its officers thereunto duly authorized effective as of the day and year first above written.

STATE STREET BANK AND TRUST COMPANY,
Agent

By: Todd R. DiNezza
Name: Todd R. DiNezza
Title: Assistant Vice President

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF MASSACHUSETTS §
COUNTY OF SUFFOLK §

This instrument was acknowledged before me on October 16, 2002, by Tomas R. DiNella
the ~~1st~~ VICE PRESIDENT of STATE STREET BANK AND TRUST COMPANY, a Massachusetts
bank and trust company.

Paul A. Preziosi
Notary Public in and for
the State of Massachusetts

My Commission Expires: Nov. 24, 2006